

# **Exhibit B**

44. The Debtors shall be authorized to provide a notice titled Notice To Holders, Assignees, Transferees, And Purchasers Of Claims Of Cure Procedures Established Under Solicitation Procedures Order, the form of which is attached hereto as Exhibit P and hereby approved, to parties that may have purchased claims from certain of the Debtors' Material Supply Agreement counterparties who have been provided with a cure payment election pursuant to the Cure Amount Notice. This shall be the only notice the Debtors shall be required to provide to these purchasers with respect to the cure and these purchasers shall have no rights or recourse against the Debtors with respect to the cure.

**Exhibit P -- Notice To Holders, Assignees, Transferees, And Purchasers  
Of Claims Of Cure Procedures Established Under Solicitation  
Procedures Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re :  
DELPHI CORPORATION, et al., : Chapter 11  
: Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

NOTICE TO HOLDERS, ASSIGNEES, TRANSFEREES, AND PURCHASERS OF CLAIMS OF  
CURE PROCEDURES ESTABLISHED UNDER SOLICITATION PROCEDURES ORDER

PLEASE TAKE NOTICE that on December \_\_, 2007 the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order (the "Solicitation Procedures Order") (Docket No. \_\_\_\_ ) (i) approving the disclosure statement (the "Disclosure Statement") with respect to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan"), filed by Delphi Corporation and its affiliated debtors and debtors-in-possession (the "Debtors") and (ii) authorizing the Debtors to solicit votes on the Plan.

PLEASE TAKE FURTHER NOTICE that pursuant to Article 8.2 of the Plan, the Debtors will cure defaults, as required under 11 U.S.C. § 365, related to certain contracts (the "Material Supply Agreements") which the Debtors intend to assume or assume and assign.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Solicitation Procedures Order, the Debtors have sent a Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization (the "Cure Notice") to the Material Supply Agreement counterparties for those Material Supply Agreements the Debtors seek to assume or assume and assign under the Plan (the "Counterparties").

PLEASE TAKE FURTHER NOTICE that the Cure Notice provides the Counterparties with, among other things, the right to elect to be paid the cure amount to which the party receiving cure is entitled in cash or the plan currency being offered to holders of general unsecured claims under Article 5.3 of Plan.

PLEASE TAKE FURTHER NOTICE that you are receiving this notice as a courtesy because the claims register of Kurtzman Carson Consultants, LLC, the claims agent approved by the Bankruptcy Court, indicates that you may hold or may have purchased a claim from one or more of the Counterparties to whom the Cure Notice and election was sent. This election might impact the currency to be distributed to such Counterparty which in turn might affect the claim that you hold or have purchased. Pursuant to the Solicitation Procedures Order, the Debtors are authorized, but not directed, to remit resolved or uncontested distributions on account of cure directly to the contract party whose contract is being assumed or assumed and assigned. This is the only notice that you will be sent in this regard.

**Your rights with regard to a claim you hold or purchased might be affected by the election right described in the Cure Notice as summarized above.**

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

Dated: New York, New York  
December \_\_\_\_, 2007

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